

1 LAWRENCE A. JACOBSON SB# 057393  
SEAN M. JACOBSON SB# 227241  
2 COHEN AND JACOBSON, LLP  
900 Veterans Boulevard, Suite 600  
3 Redwood City, California 94063  
Telephone: (650) 261-6280  
4 Facsimile: (650) 368-6221

5 Attorneys for Debtor  
Santa Clara Square, LLC  
6

7 UNITED STATES BANKRUPTCY COURT  
8 NORTHERN DISTRICT OF CALIFORNIA  
9 SAN JOSE DIVISION

10 In re: Case No. 09-61196  
11 SANTA CLARA SQUARE, LLC, Chapter 11  
12 Debtor.

---

13  
14 **APPLICATION FOR APPOINTMENT OF COUNSEL, PROFESSIONAL DISCLOSURE**  
15 **OF APPLICANT, AND DISCLOSURE REGARDING PAYMENT OF RETAINER**

16 This application of debtor above-named respectfully represents:

17 1. Santa Clara Square, LLC ("Debtor" or "Applicant") filed with this Court its petition under  
18 Chapter 11 of Title 11 USC commencing this reorganization case December 21, 2009.

19 2. During the course of the administration of this case and in the conduct of the Chapter 11  
20 proceedings Applicant will require the services of counsel in aid of the prosecution of this Chapter  
21 11 case and all matters and proceedings involved therewith and related thereto. To the best of  
22 Applicant's knowledge, the counsel whom Applicant seeks to employ have no interest adverse to the  
23 debtor and have no connection with the debtor, its creditors, persons employed at the Office of the  
24 United States Trustee, or any other parties in interest and/or their respective attorneys or accountants.  
25 Applicant has not agreed to share compensation with any other entity or person other than in the  
26 ordinary course of business with those attorneys and employees under the employment of Applicant.

1           3. Applicant desires the employment of the law firm of Cohen and Jacobson, LLP, 900  
2 Veterans Boulevard, Suite 600, Redwood City, California 94063, as counsel for debtor and debtor-  
3 in-possession herein. Applicant desires such appointment of such counsel for the reason that Cohen  
4 and Jacobson are skilled counsel in insolvency proceedings and have special knowledge enabling  
5 them to perform services of special benefit to Applicant. The current hourly rates of the attorneys to  
6 perform services pursuant to the requested appointment are: Lawrence A. Jacobson (SBN 57393),  
7 admitted to practice in 1973, hourly rate of \$400; Sean M. Jacobson (SBN 227241), admitted to  
8 practice in 2003, hourly rate of \$250. Debtor shall also pay approved filing fees and costs incurred  
9 as approved by the Court.

10           4. The professional services rendered and to be rendered by counsel are generally as follows:

- 11           a. To prepare the necessary paperwork to initiate the Chapter 11 case; to assist client in  
12 preparing all necessary schedules, statements, and other documents required at the  
13 time of filing and immediately thereafter; attend the 341 Hearing and Initial Debtor  
14 Interview with the Client; assist Client in the discharge of duties in the Chapter 11  
15 case; to formulate a Disclosure Statement and Plan of Reorganization; and to seek  
16 confirmation of a Plan.
- 17           b. To deal with all creditors and their agents and attorneys as may be necessary from  
18 time to time;
- 19           c. To the extent necessary, prepare the Motion for Use of Cash Collateral in order to  
20 seek use of cash collateral during the bankruptcy proceeding.
- 21           d. Defend motions for relief from stay as agreed between Client and Attorneys.
- 22           e. The scope of duties under this agreement specifically excludes dischargability  
23 actions; adversary proceedings, unless otherwise agreed to in writing by Client and  
24 Counsel; and all state court litigations whether currently filed or not yet filed.

25  
26           5. Counsel have advised Applicant that they have no interest adverse to Applicant and that,

1 to the best of their knowledge, information and belief such counsel have no connections with the  
2 debtor, creditors or any other party in interest or their respective attorneys and accountants, or with  
3 the United States Trustee or persons employed at the Office of the United States Trustee.

4         6. Counsel believes one of the members of this Debtor, Santa Clara QVN, LLC is owned in  
5 part by the father of two individuals who are responsible individuals in other bankruptcy cases in  
6 which Applicant is serving as counsel for the debtor. John Nguyen is the father of Thomas Nguyen  
7 (the responsible individual in In re Saigon Village, LLC, Case No. 09-60597), and Joseph Nguyen  
8 (the responsible individual in In Re San Carlos Plaza, LLC, Case No. 09-61154). Thomas Nguyen is  
9 also a member of an entity named China Village, LLC, which has engaged counsel with respect to its  
10 financial affairs and the potential filing of a Chapter 11 case. Counsel has filed an Answer on behalf  
11 of Thomas Nguyen in a state court action related to the Saigon Village Debtor (in which Thomas  
12 Nguyen was sued as a guarantor). None of the bankruptcy cases are related, and the issues in the  
13 respective cases do not overlap. The entity in which John Nguyen holds an interest (Santa Clara  
14 QVN, LLC) is a minority member of the Debtor in this case, and John Nguyen's relationship to the  
15 members in the other cases has no bearing on either this or the other cases, but Counsel includes the  
16 information for purposes of full disclosure.

17         7. Applicant seeks to employ counsel under a general retainer and will seek further orders of  
18 this Court for periodic payment of the fees and costs incurred for such representation with payment  
19 to be made from the assets of the estate and/or the post-petition income of debtor and/or sources  
20 other than the Debtor. Counsel and Debtor have agreed to the terms of representation detailed  
21 herein, with the initial retainer being the sum of \$27,000, of which \$27,000 has been paid to date.  
22 The amount received includes the filing fee. Fees billed by counsel shall be credited against the  
23 retainer until such retainer is exhausted. Approval of all fees and costs shall be subject to Court  
24 approval. A true and correct copy of the Engagement Agreement is attached to this Application.

25         8. Counsel performed certain services relating to the preparation of this case prior to the  
26 petition date, and therefore Applicant seeks appointment effective October 26, 2009.

1           WHEREFORE, Applicant prays that this Court make its order authorizing the employment of  
2 counsel as requested herein, at the expense of Applicant and Applicant's estate, and for such other  
3 and further orders as the Court may deem proper.

4 Dated: December 21, 2009

By:      /s/   Emily Chen       
Emily Chen, Managing Member

1 ATTORNEY'S VERIFICATION

2 I, Lawrence A. Jacobson, declare:

3 1. I am a partner in the law partnership of Cohen and Jacobson, LLP.

4 2. To the best knowledge, information and belief of Declarant neither Cohen and Jacobson,  
5 LLP, Declarant, Julie Zernicke, Henry Cohen, nor Sean Jacobson have any interests adverse to the  
6 debtor and have no connection with the debtor, its creditors, persons employed at the Offices of the  
7 United States Trustee, or any other parties in interest and/or their respective attorneys and  
8 accountants.

9 3. Applicant has not agreed to share compensation with any other entity or person other than  
10 in the ordinary course of business with those attorneys and employees under the employment of  
11 Applicant.

12 4. The disclosures in Paragraphs 6 are correct to the best of my knowledge.

13 Executed on December 21, 2009, at Redwood City, California.

14 I declare under penalty of perjury under the laws of the State of California that the foregoing  
15 is true and correct.

16 /s/ Lawrence A. Jacobson  
17 LAWRENCE A. JACOBSON  
18  
19  
20  
21  
22  
23  
24  
25  
26